

RECORDATION NO. 21127-C FILED

AUG 30 '06

1-23 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 29, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, dated as of August 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Schedule No. 5 to Railcar Lease Agreement and Assignment of Schedule No. 5 to Railcar Lease Agreement previously filed with the Board under Recordation Numbers 21127 and 21127-A, respectively.

The new names and addresses of the parties to the enclosed document are:

Lessee: Bombardier Capital Rail Inc.  
(f/k/a NorRail, Inc.)  
12735 Gran Bay Parkway West  
Suite 1000  
Jacksonville, FL 32258

[Lessor: AT&T Capital Services, Inc.  
(successor to Ameritech Credit Corporation)  
2000 W Sbc Center Dr  
Hoffman Estates, IL]

Mr. Vernon A. Williams  
August 29, 2006  
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A description of the railroad equipment covered by the enclosed document is:

6 railcars: reporting marks and road numbers have changed - NRLX 526145 (previously TR 526145); NRLX 526149 (previously TR 526149); NRLX 526154 (previously TR 526154); NRLX 526157 (previously TR 526157); NRLX 526186 (previously TR 526186); and NRLX 526235 (previously TR 526235).

A short summary of the document to appear in the index is:

Notice.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

# BOMBARDIER

August 28, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

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SURFACE TRANSPORTATION BOARD

Bombardier Capital Rail Inc.  
12735 Gran Bay Parkway West  
Suite 1000  
Jacksonville, FL 32258 United States  
www.bombardier.com  
TEL (904) 288-1000  
FAX (904) 288-2155

Re: Memorandum of Schedule No. 5 to Railcar Lease Agreement, dated as of December 29, 1997 between The First National Bank of Maryland, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 31, 1997 at 11:45 a.m. under Recordation Number 21127

Memorandum of Assignment of Schedule No. 5 to Railcar Lease Agreement, dated as of December 29, 1997, among The First National Bank of Maryland, Assignor, and Ameritech Credit Corporation, Assignee, filed with the Board on December 31, 1997 at 11:45 a.m. under Recordation Number 21127-A  
(BCRI's headlease 2, schedule 5)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation shown above, we wish to advise:

1. The lessor's name has changed. Please update the record to reflect that the lessor is AT&T Capital Services, Inc. (successor to Ameritech Credit Corporation).
2. The reporting marks and road numbers of some of the railcars has changed. The attached Exhibit A should be substituted in place of the prior reporting marks and road numbers for such railcars.

Please file this change under the Recording Numbers shown above.

Very truly yours,

*Catherine Hawks*  
**Catherine Hawks**  
Senior Attorney

STATE OF FLORIDA )

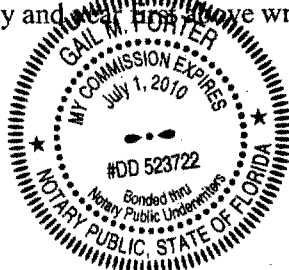
)

ss.

COUNTY OF DUVAL )

On this 28th day of August, 2006, before me appeared **Catherine Hawks**, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC. (f/k/a NorRail, Inc.), and that said instrument was signed on behalf said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and date above written.



*Gail M. Porter*  
NOTARY PUBLIC

My Commission Expires: 7-1-2010

**EXHIBIT A**  
**HEADLEASE # 2**  
**SCHEDULE # 5**

<b>Current Car #</b>	<b>Original Car #</b>	<b>Previous Car #</b>	<b>Total</b>
NRLX526145	CSXT491275	TR 526145	1
NRLX526149	CSXT491279	TR 526149	1
NRLX526154	CSXT491284	TR 526154	1
NRLX526157	CSXT491287	TR 526157	1
NRLX526186	CSXT491316	TR 526186	1
NRLX526235	CSXT491365	TR 526235	1
<b>Grand Total</b>			<b>6</b>